1451285

## **FORM D**



SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## **FORM D**

UNITED STATES

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL								
OMB Number: 3235-0076								
Expires: April 30, 2008								
Estimated average burden								
h	h 16 00							

SEC USE ONLY							
Serial							
EIVED							

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)										
Private Placement of LLC Interests										
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ R	Rule 505	Rule 506	Section 4(6)	ULOE					
Type of Filing: New Filing A	mendment									
	A. BASIC IDI	ENTIFICATION D	ATA							
1. Enter the information requested about th	e issuer									
Name of Issuer ( check if this is an ame	endment and name has chang	ged, and indicate cha	inge.)							
HMI Holdings LLC										
Address of Executive Offices	(Number and Street, City, S	State, Zip Code)	Telepho	ne Number (Including	Area Code)					
c/o Lake Capital Management LLC	, 676 N. Michigan Ave,	Suite 3900, Chicag	go, (31	2) 640-7050						
IL 60611										
Address of Principal Business Operations	(Number and Street, City,	State, Zip Code)	Telepho	one Number (Including	Area Code)					
(if different from Executive Offices)					~ n					
		PROC	<b>ESSED</b>	_						
Brief Description of Business				4						
Holding Company		ner ·	1 9 2007 -	SECTION	RECEIVED					
		DEC	1 3 2007		1957					
Type of Business Organization		THO	MOONL	DEC						
corporation	limited partnership, al		NICIAL other	er (please specify):	- 1 28A9 <b>\ \</b>					
☐ business trust	limited partnership, to	be formed	NCIAE Lin	nited Liability Compar	<u> </u>					
	Moi	nth Yea	r	[e] .	On TOPH					
Actual or Estimated Date of Incorporation or Organization:										
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:										
CN for Canada; FN for other foreign jurisdiction)  DE										

### GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### -ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) HMI Conduit LLC Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lake Capital Management LLC, 676 N. Michigan Ave, Suite 3900, Chicago, IL 60611 ☐ Beneficial Owner □ Director General and/or ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Jeffrey Haggin Business or Residence Address (Number and Street, City, State, Zip Code) c/o Haggin Marketing, Inc., 100 Shoreline Highway, Mill Valley, CA 94941 □ Director General and/or Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Michael Wychocki Business or Residence Address (Number and Street, City, State, Zip Code) c/o Haggin Marketing, Inc., 100 Shoreline Highway, Mill Valley, CA 94941 General and/or □ Director ☐ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) Greg Carter Business or Residence Address (Number and Street, City, State, Zip Code) c/o Haggin Marketing, Inc., 100 Shoreline Highway, Mill Valley, CA 94941 ☐ General and/or ☐ Executive Officer □ Director Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Charlene Gervais Business or Residence Address (Number and Street, City, State, Zip Code) c/o Haggin Marketing, Inc., 343 W. Erie Street, Suite 630, Chicago, IL 60610 ☐ Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Michael Lapchick Business or Residence Address (Number and Street, City, State, Zip Code) c/o Haggin Marketing, Inc., 343 W. Erie Street, Suite 630, Chicago, IL 60610 General and/or Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Mark Swedlund Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Haggin Marketing, Inc., 100 Shoreline Highway, Mill Valley, CA 94941

#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Terence Graunke Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lake Capital Management LLC, 676 N. Michigan Ave, Suite 3900, Chicago, IL 60611 Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) Paul Yovovich Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lake Capital Management LLC, 676 N. Michigan Ave, Suite 3900, Chicago, IL 60611 Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) Anthony Broglio Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lake Capital Management LLC, 676 N. Michigan Ave, Suite 3900, Chicago, IL 60611 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) **Bradford Cornell** Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lake Capital Management LLC, 676 N. Michigan Ave, Suite 3900, Chicago, IL 60611 ☐ Beneficial Owner Executive Officer ☐ General and/or Check Box(es) that Apply: ☐ Promoter □ Director Managing Partner Full Name (Last name first, if individual) Steve Freedman Business or Residence Address (Number and Street, City, State, Zip Code) 5043 Oakhurst Walk, Atlanta, GA 30338 Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or ☐ Promoter □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				B.	INFORMA	TION ABO	OUT OFFE	RING				
1. Has	the issuer s	old, or doe									Yes	No ⊠
Answer also in Appendix, Column 2, if filing under ULOE.										<b>*</b> == 000		
2. What is the minimum investment that will be accepted from any individual?									\$75,000	1.00		
3. Does the offering permit joint ownership of a single unit?										***************	Yes	No ⊠
com: offer and/e	mission or ring. If a po or with a st	similar ren erson to be ate or state	nuneration listed is an s, list the n	for solicita associated ame of the	tion of pure I person or broker or e	chasers in a gent of a dealer. If n	be paid or connection broker or concernation formation	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
Full Na	me (Last na	ame first, i	findividua	1)					<u>.</u>			<u> </u>
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)	·-···				
Name o	of Associate	ed Broker o	or Dealer								<u> </u>	
	n Which Pe							,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			🗆 AI	II States
[AL] [IL] [MT]	[AK] [IN] [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH]	[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)		<del></del>			_			
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker (	or Dealer		-			<u> </u>				
	n Which Pe eck "All St								,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		🗌 AI	II States
[AL] [IL] [MT]	[AK] [IN] [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH]	[СА] [КҮ] [NЛ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ıme (Last n	ame first, i	f individua	l)								
Busines	ss or Reside	ence Addre	ess (Numbe	er and Stree	et, City, Sta	ite, Zip Co	de)		-			
Name o	of Associate	ed Broker o	or Dealer			, . <del></del>						
	n Which Po										🔲 Al	ll States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box  $\square$  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt \$-0-Equity..... \$10,500,000.00 \$10,500,000,00 □ Preferred Partnership Interests......\$-0-\$-0-).......**\$-**0-\$-0-Other (Specify \$10,500,000.00 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors \$10,500,000.00 Accredited Investors Non-accredited Investors -0-\$-0-\$ Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505..... Regulation A..... S Rule 504..... \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. **□ \$-**0-Transfer Agent's Fees Printing and Engraving Costs \$-0-□ \$-0-Legal Fees Accounting Fees \$-0-Engineering Fees. \$-0-Sales Commission (specify finders' fees separately)..... □ **\$**-0-Other Expenses (identify) \$-0-

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Total .....

\$-0-

	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES A	ND USE OF	PROCEEDS	
b.	Enter the difference between the aggregation and total expenses furnished in response gross proceeds to the issuer."	ed .	\$10,500,000.00		
5.	for each of the purposes shown. If the a and check the box to the left of the es	ed gross proceeds to the issuer used or propor amount for any purpose is not known, furniss stimate. The total of the payments listed or forth in response to Part C – Question 4.b ab	sh an estima ust equal t	ate	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🗆	<b>\$-</b> 0-	<b>\$-0-</b>
	Purchase of real estate		🗖	\$-0-	\$-0-
	Purchase, rental or leasing and insta	llation of machinery and equipment		\$-0-	\$-0-
	Construction or leasing of plant buil	dings and facilities	🗖	\$-0-	\$-0-
	Acquisition of other businesses (inc offering that may be used in exchan pursuant to a merger)	er	\$-0-	<u>\$-0-</u>	
	Repayment of indebtedness			\$-0-	\$-0-
	Working capital		🗆	\$-0-	<u>\$-0-</u>
	Other (specify): Investment in Subs	<u>idiary</u>	🗵	\$10,500,000.00	<u>\$-0-</u>
				<b>\$</b> -0-	<u>\$-0-</u>
	Column Totals			\$-0-	<u>\$-0-</u>
	Total Payments Listed (column tota	ls added)		<b>⊠</b> <u>\$10</u>	0,500,000.00
		D. FEDERAL SIGNATURE			
foll	owing signature constitutes an undertakir	signed by the undersigned duly authorized peng by the issuer to furnish to the U.S. Securit by the issuer to any non-accredited investor	ies and Exc	hange Commissi paragraph (b)(2	on, upon written
	uer (Print or Type)  11 Holdings LLC	Signature		Date	
	me of Signer (Print or Type)	Title of Signer (Print or Type)			
	thony Broglio	Vice President			

# -ATTENTION----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE									
Is any party described in 17 CFR 230.262 of such rule?			Yes	No ⊠						
	See Appendix, Column 5, for state re-	sponse.								
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a		fany state in which this notice is	filed, a not	ice on						
<ol><li>The undersigned issuer hereby undertake issuer to offerees.</li></ol>	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
<ol> <li>The undersigned issuer represents that the Limited Offering Exemption (ULOE) of of this exemption has the burden of estable</li> </ol>	the state in which this notice is filed an	d understands that the issuer clair	I to the Un ning the av	iform vailability						
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has dul	y caused this notice to be signed	on its beh	alf by the						
Issuer (Print or Type)	Signature	Date								
HMI Holdings LLC	2 Bri									
Name (Print or Type)	Title (Print or Type)									

Vice President

### Instruction:

Anthony Broglio

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL				III / Colors					
AK									
AZ									
AR									
CA		⊠	Series A Preferred Units and Common Units	3	\$469,929.33	0	0		⊠
со									
СТ									
DE		⊠	Series A Preferred Units and Common Units	1	\$9,876,354.46	0	0		⊠
DC									
FL									
GA									
ні	D								
ID									
IL		Ø	Series A Preferred Units and Common Units	2	\$153,716.22	0	0		⊠
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
МІ									
MN		Q							
MS									
МО									

APPENDIX

				<del>,</del>						
1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and  amount purchased in State  (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MT				investors	Amount	livestors	Amount			
NE										
NV										
NH										
NJ				-						
NM						,				
NY										
NC		0								
ND										
ОН					, .					
OK										
OR										
PA									0	
RI										
SC										
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